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16 **UNITED STATES DISTRICT COURT**  
17 **CENTRAL DISTRICT OF CALIFORNIA**

18  
19 COLONY CAPITAL, LLC, a  
Delaware limited liability company, and  
20 COLONY INVESTORS IV, L.P., a  
Delaware limited partnership,

21 Plaintiff,

22 v.

23 THE NATIONAL RETIREMENT  
24 FUND, and DOES 1 through 10,  
inclusive,

25 Defendants.  
26  
27  
28

CASE NO.: CV 11-07235-R (AGR<sub>x</sub>)

Hon. Manuel L. Real

**[PROPOSED] ORDER GRANTING  
DEFENDANT'S MOTION TO  
DISMISS FOR IMPROPER VENUE  
OR TRANSFER VENUE  
PURSUANT TO 28 U.S.C. § 1404(A)  
OR 1406(A)**

DATE: October 17, 2011  
TIME: 10:00 a.m.  
COURTROOM: 8

**TO ALL PARTIES AND TO THEIR COUNSEL OF RECORD:**

Defendant the National Retirement Fund's motion to dismiss Plaintiffs' Complaint for improper venue pursuant to Federal Rule of Civil Procedure 12(b)(3) or to transfer this action pursuant to 28 U.S.C. § 1406(a) or 28 U.S.C. § 1404(a) to the United States District Court for the Southern District of New York (the "Venue Motion"), came on for hearing before this Court on October 17, 2011. Appearances by counsel were set forth on the record. After consideration of the memoranda filed in support of an in opposition to the Venue Motion, the Court hereby ORDERED that the Defendant's Venue Motion is GRANTED.

**IT IS ORDERED THAT:**

(1) Venue is not proper in this district under ERISA's applicable venue provision because the NRF is not administered and does not "do business" in this district, as required by ERISA Section 4301(d), 29 U.S.C. § 1451(d). Accordingly, this case is dismissed pursuant to Federal Rule of Civil Procedure 12(b)(3) [or, in the alternative, although venue is improper in this district, rather than dismiss this case pursuant to 28 U.S.C. § 1406, this case is transferred to the United States District Court for the Southern District of New York.] or

(2) Venue is proper in this district, but the case is transferred to the United States District Court for the Southern District of New York pursuant to 28 U.S.C. § 1404(a), because venue is proper there, and the transfer will serve the convenience of the parties and witnesses and will promote the interest of justice.

**IT IS SO ORDERED.**

DATED: \_\_\_\_\_

By: \_\_\_\_\_  
 Honorable Manuel L. Real  
 U.S. District Court Judge